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RECORDATION NO. 18408-F  
FEB 7 1997 3 28 PM

February 7, 1997

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, made as of January 14, 1997. The primary document to which this document is connected is recorded under Recordation No. 18408. We request that this document be recorded under Recordation No. 18408-F.

The names and addresses of the parties to the Memorandum of Lease Agreement are as follows:

Lessor:

GATX Third Aircraft Corporation  
Suite 2200  
Four Embarcadero Center  
San Francisco, CA 94111

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
FEB 7 3 28 PM '97

*Counterparts Judith McDonald*

BALL JANIK LLP

Honorable Vernon A. Williams  
February 7, 1997  
Page 2

Lessee:

Massachusetts Central Railroad Corporation  
One Wilbraham Street  
Palmer, MA 01069-0958

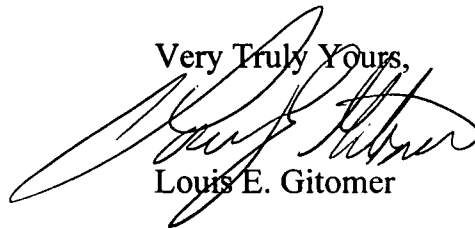
A description of the equipment covered by the document consists of 12 Maxi-Stack III five unit articulated double stack container cars numbered CHTT 2004-2013, inclusive and 2015, and WC 36650.

A fee of \$22.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
1455 F Street, N.W.  
Suite 225  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement GATX Third Aircraft Corporation, Suite 2200, Four Embarcadero Center, San Francisco, CA 94111, and Massachusetts Central Railroad Corporation, One Wilbraham Street, Palmer, MA 01069-0958, covering 12 Maxi-Stack III five unit articulated double stack container cars numbered CHTT 2004-2013, inclusive and 2015, and WC 36650.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

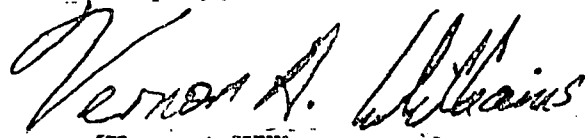
2/7/97  
2/7/97

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 2/7/97 at 3:30PM, and  
assigned recordation number(s). 18408-F.

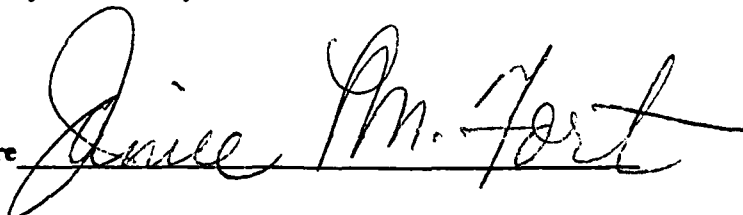
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18408-F  
FEB 7 1997

**MEMORANDUM OF  
LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT (the "Memorandum") is made as of January 14, 1997 and is intended to evidence that certain Lease Agreement dated as of January 14, 1997 (the "Lease") between GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("Lessor"), and MASSACHUSETTS CENTRAL RAILROAD CORPORATION, a Massachusetts corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the rent and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

**LESSOR:**

**LESSEE:**

GATX THIRD AIRCRAFT  
CORPORATION

MASSACHUSETTS CENTRAL  
RAILROAD CORPORATION

By: Thomas C. Noyl  
Title: **VICE PRESIDENT**

By: W. R. Bentley  
Title: Pres.

## SCHEDULE A

To the Memorandum of Lease Agreement dated as of January 14, 1997 between GATX Third Aircraft Corporation and Massachusetts Central Railroad Corporation.

### THE UNITS

Equipment Description: Twelve railcars.

Unit Numbers on January 14, 1997: CHTT 2004 through 2013 and 2015  
WC 36650

STATE OF MASSACHUSETTS    )  
  )  
COUNTY OF Hampden        )    ss.:

On this 21<sup>st</sup> day of January, 1997, before me personally appeared W. R. Bentley, to me personally known, who being by me duly sworn, says that he is a president of Massachusetts Central Railroad Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anna H. Case  
Notary Public

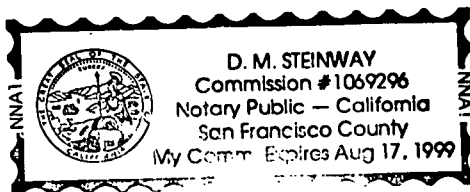
[Notarial Seal]

My Commission expires May 10, 2002

State of California                    )  
  )  
County of San Francisco            )

On January 31, 1997 before me, D. M. Steinway, Notary Public, personally appeared Thomas C. Nord, to me personally known, who being by me duly sworn, says that he is a Vice President of GATX Third Aircraft Corporation and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the said instrument was his free act and deed.

Witness my hand and official seal.



*D. M. Steinway*  
Notary Public